

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEBRASKA

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In re:	)	
	)	Chapter 11
	)	
SPECIALTY RETAIL SHOPS HOLDING CORP., <i>et</i>	)	Case No. 19-80064-TLS
<i>al.</i> , <sup>1</sup>	)	
	)	
Debtors.	)	(Jointly Administered)
	)	

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**DEBTORS' MOTION FOR CONTINUANCE OF CONFIRMATION HEARING DATE,  
THE HEARINGS ON DEBTORS' MOTION TO SURCHARGE COLLATERAL; THE  
OFFICIAL UNSECURED CREDITOR'S COMMITTEE'S MOTIONS TO CLARIFY  
THE ORDER APPROVING DUCERA'S EMPLOYMENT, AUTHORIZING THE  
COMMITTEE TO PROSECUTE CERTAIN CLAIMS ON BEHALF OF THE ESTATES,  
AND TO SEAL EXHIBITS, AND REQUEST FOR APPROVAL OF FORM OF NOTICE  
OF DEADLINES ASSOCIATED THEREWITH**

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Specialty Retail Shops Holding Corp. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), respectfully move this Court for an Order continuing the Confirmation Hearing Date<sup>2</sup> and the hearing date on the *Debtors' Motion for an Order (I) Authorizing the Debtors to Surcharge Certain Collateral, (II) Allowing the Lenders' Secured Claim in an Amount that Accounts for the Surcharge, and (III) Granting Related Relief* (Docket No. 656) ("Surcharge Motion"), the *Motion of Official Committee of Unsecured Creditors for Reconsideration of Order Granting Application to Employ Ducera*

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Specialty Retail Shops Holding Corp. (0029); Pamida Stores Operating Co., LLC (6157); Pamida Transportation LLC (4219); Penn-Daniels, LLC (0040); Place's Associates' Expansion, LLC (7526); Retained R/E SPE, LLC (6679); Shopko Finance, LLC (1152); ShopKo Gift Card Co., LLC (2161); ShopKo Holding Company, LLC (0171); ShopKo Institutional Care Services Co., LLC (7112); ShopKo Optical Manufacturing, LLC (6346); ShopKo Properties, LLC (0865); ShopKo Stores Operating Co., LLC (6109); SVS Trucking, LLC (0592). The location of the Debtors' service address is: 700 Pilgrim Way, Green Bay, Wisconsin, 54304. The cases have been procedurally consolidated and are being jointly administered under the case caption listed above.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the order approving the adequacy of the disclosure statement (Docket No. 572) (the "Disclosure Statement Order").

*Partners, LLC, as Financial Advisors to Special Committee of Independent Directors* (Docket No. 447) (the “Ducera Motion”), the *Motion of Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Committee to Prosecute Certain Claims on Behalf of the Bankruptcy Estates* (Docket No. 641) (the “Standing Motion”), the *Motion for Entry of an Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal Certain Exhibits to the Committee’s Motion for Entry of an Order Authorizing the Committee to Prosecute Claims on Behalf of the Bankruptcy Estates* (Docket No. 640) (the “Motion to Seal”), and certain related dates, and request that the Court approve the form of *Notice of Confirmation Hearing Date and Hearings on Surcharge Motion, Standing Motion, Ducera Motion, Motion to Seal, and Related Deadlines*, attached hereto as **Exhibit A** (the “Notice”) and state the following in support of thereof:

**Relief Requested**

1. The Debtors seek entry of an order: (a) continuing the Confirmation Hearing Date on the Debtors’ proposed Plan to April 18, 2019, at a time available on the Court’s calendar, (b) continuing the hearing on the Surcharge Motion, the Ducera Motion, and the Standing Motion to April 18, 2019, (c) continuing certain related dates, and (d) approving the form of the Notice.
2. The Debtors believe that securing additional time to negotiate resolutions of certain Plan-related disputes with their stakeholders, including the Creditors’ Committee, the Credit Agreement Primary Agent, and the Term B-1 Agent, will reduce expenses in these chapter 11 cases and increase the likelihood of developing consensus on the Plan, Standing Motion, Surcharge Motion, and the Ducera Motion.
3. The Plan-related continuance is also authorized under the notices approved by this Court in the Disclosure Statement Order (Docket No. 572 at p. 231).

4. The Debtors have discussed this request with the Creditors' Committee, the Credit Agreement Primary Agent, and the Term Loan B-1 Agent, and have received their consent to this continuance.

5. No prior request for the relief sought in this motion has been made to this or any other court.

6. This Motion is exempt from the requirements of Neb. R. Bankr. P. 9013. *See* Neb. R. Bankr. P. Appendix "A".

*[Remainder of page intentionally left blank]*

WHEREFORE, the Debtors respectfully request that the Court enter an order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: March 19, 2019

/s/ Michael T. Eversden

James J. Niemeier (NE Bar No. 18838)

Michael T. Eversden (NE Bar No. 21941)

Lauren R. Goodman (NE Bar No. 24645)

**MCGRATH NORTH MULLIN & KRATZ, P.C. LLO**

First National Tower, Suite 3700

1601 Dodge Street

Omaha, Nebraska 68102

Telephone: (402) 341-3070

Facsimile: (402) 341-0216

Email: [jniemeier@mcgrathnorth.com](mailto:jniemeier@mcgrathnorth.com)  
[meyersden@mcgrathnorth.com](mailto:meyersden@mcgrathnorth.com)  
[lgoodman@mcgrathnorth.com](mailto:lgoodman@mcgrathnorth.com)

- and -

James H.M. Sprayregen, P.C.

Patrick J. Nash, Jr., P.C. (*admitted pro hac vice*)

Jamie Netznik (*admitted pro hac vice*)

Travis M. Bayer (*admitted pro hac vice*)

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Email: [james.sprayregen@kirkland.com](mailto:james.sprayregen@kirkland.com)  
[patrick.nash@kirkland.com](mailto:patrick.nash@kirkland.com)  
[jamie.netznik@kirkland.com](mailto:jamie.netznik@kirkland.com)  
[travis.bayer@kirkland.com](mailto:travis.bayer@kirkland.com)

- and -

Steven Serajeddini (*admitted pro hac vice*)

Daniel Rudewicz (*admitted pro hac vice*)

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: [steven.serajeddini@kirkland.com](mailto:steven.serajeddini@kirkland.com)  
[daniel.rudewicz@kirkland.com](mailto:daniel.rudewicz@kirkland.com)

*Co-Counsel to the Debtors*

Consented to by:

/s/ Elizabeth M. Lally

Elizabeth M. Lally, Esq.  
Jeana L. Goosmann, Esq.  
Joel Carney, Esq.  
**GOOSMANN LAW FIRM, PLC**  
The Advent Building  
17838 Burke Street, Suite 250  
Omaha, Nebraska 68118  
Telephone: (402) 280-7648  
Facsimile: (402) 505-3967  
Email: lallye@goosmannlaw.com  
goosmanj@goosmannlaw.com  
carneyj@goosmannlaw.com

- and -

Robert J. Feinstein, Esq.  
Bradford J. Sandler, Esq.  
**PACHULSKI STANG ZIEHL & JONES LLP**  
780 Third Avenue, 34th Floor  
New York, New York 10017  
Telephone: (212) 561-7700  
Facsimile: (212) 561-7777  
Email: rfeinstein@pszjlaw.com  
bsandler@pszjlaw.com

- and -

Jeffrey N. Pomerantz, Esq.  
**PACHULSKI STANG ZIEHL & JONES LLP**  
10100 Santa Monica Blvd., 13th Floor  
Los Angeles, California 90067  
Telephone: (310) 277-6910  
Facsimile: (310) 201-0760  
Email: jpomerantz@pszjlaw.com

*Co-Counsel to the Official Committee of Unsecured Creditors*

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on March 19, 2019, the foregoing was electronically filed with the Court using the CM/ECF system which will send a notice of electronic filing to all counsel of record.

/s/Michael E. Eversden

**EXHIBIT A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEBRASKA**

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In re:	)	Chapter 11
	)	
SPECIALTY RETAIL SHOPS HOLDING CORP., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-80064 (TLS)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	

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**NOTICE OF CONTINUANCE OF CONFIRMATION HEARING DATE AND HEARING  
ON SURCHARGE MOTION, STANDING MOTION, DUCERA MOTION, MOTION TO  
SEAL, AND RELATED DEADLINES**

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PLEASE TAKE NOTICE that on March \_\_\_\_, 2019, the United States Bankruptcy Court for the District of Nebraska (the “Court”) entered an order (the “Confirmation Procedures Order”) (Docket No. \_\_\_\_ ) in the above-referenced chapter 11 cases of Specialty Retail Shops Holding Corp. and its affiliated debtors (collectively, the “Debtors”), granting the *Debtors’ Motion for Continuance of Confirmation Hearing Date; Hearings on Debtors’ Motion to Surcharge Collateral; the Official Unsecured Creditor’s Committee’s Motion to Clarify the Order Approving Ducera’s Employment; and Motion Authorizing the Committee to Prosecute Certain Claims on Behalf of the Estates, and Request for Approval of Form of Notice of Deadlines Associated Therewith* (the “Motion”) (Docket No. \_\_\_\_).

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Specialty Retail Shops Holding Corp. (0029); Pamida Stores Operating Co., LLC (6157); Pamida Transportation, LLC (4219); Penn-Daniels, LLC (0040); Place’s Associates’ Expansion, LLC (7526); Retained R/E SPE, LLC (6679); Shopko Finance, LLC (1152); Shopko Gift Card Co., LLC (2161); ShopKo Holding Company, LLC (0171); ShopKo Institutional Care Services Co., LLC (7112); ShopKo Optical Manufacturing, LLC (6346); ShopKo Properties, LLC (0865); ShopKo Stores Operating Co., LLC (6109); SVS Trucking, LLC (0592). The location of the Debtors’ service address is: 700 Pilgrim Way, Green Bay, Wisconsin 54304.



**PLEASE TAKE FURTHER NOTICE** that the Confirmation Hearing Date has been continued to April 18, 2019 at \_\_\_\_\_ a.m., and will be held at the Roman L. Hruska Courthouse 111 South 18<sup>th</sup> Plaza, Courtroom #8, 2<sup>nd</sup> Floor, Omaha, Nebraska 68102.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Confirmation Procedures Order, the following dates and deadlines have been set concerning the confirmation of the *Second Amended Joint Chapter 11 Plan of Specialty Retail Shops Holding Corp. and Its Debtor Affiliates* (Docket No. 570) (the “Plan”):

Event	Proposed Revised Date
Resolution Event (as defined in the Disclosure Statement Order)	April 5, 2019
Plan Objection Deadline	April 5, 2019 at 5 PM CDT
Deadline to file objections to the Debtors’ proposed assumption, rejection, and/or cure amounts for Executory Contracts and Unexpired Leases	April 5, 2019 at 5 PM CDT
Voting Deadline	April 5, 2019 at 5 PM CDT
Deadline to File Confirmation Brief	April 17, 2019 at 12 PM CDT
Plan Objection Response Deadline	April 17, 2019 at 12 PM CDT
Deadline to File Voting Report	April 17, 2019 at 12 PM CDT
Confirmation Hearing	April 18, 2019 at _____

For further information concerning how to participate in the hearing on confirmation of the Plan or the requirements for voting or filing any objections to confirmation of the Debtors’ Plan, please refer to the *Order (I) Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Proposed Joint Chapter 11 Plan, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief* (Doc. 572) (the “Disclosure Statement Order”), which remains in full force and effect, except as modified by the Confirmation Procedures Order.

**PLEASE TAKE FURTHER NOTICE** that the hearing on the *Debtors' Motion for an Order (I) Authorizing the Debtors to Surcharge Certain Collateral, (II) Allowing the Lenders' Secured Claim in an Amount that Accounts for the Surcharge, and (III) Granting Related Relief* (Docket No. 656) (the "Surcharge Motion") has been continued to April 18, 2019 at \_\_\_\_ a.m. Any objection, resistance, or request for hearing with respect to the Surcharge Motion must be filed on or before **April 5, 2019 at 5 PM CDT** with United States Bankruptcy Court, for the District of Nebraska, Roman L. Hruska Courthouse, 111 South 18th Plaza, Suite 1125, Omaha, Nebraska 68102 and served on (i) counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Travis Bayer, and Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Steven Serajeddini; (ii) co-counsel to the Debtors, McGrath North Mullin & Kratz, P.C. LLO, 1601 Dodge St., Omaha, Nebraska 68102, Attn: James Niemeier, Esq. (iii) the U.S. Trustee, and (iv) any other entity designated by the Bankruptcy Court. For further information concerning how to participate in the hearing on the Surcharge Motion or the requirements for filing any objections thereto, please refer to the *Amended Notice of Filing and Notice Setting Objection/Resistance Deadline and Hearing Regarding Debtors' Motion for an Order (I) Authorizing the Debtors to Surcharge Certain Collateral, (II) Allowing the Lenders' Secured Claim in an Amount that Accounts for the Surcharge, and (III) Granting Related Relief* (Docket No. 665).

**PLEASE TAKE FURTHER NOTICE** that the hearing on the *Motion of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Committee to Prosecute Certain Claims on Behalf of the Bankruptcy Estates and Granting Related Relief* (Docket No. 641) (the "Standing Motion"), *Motion for Entry of an Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal Certain Exhibits to the Committee's Motion for Entry*

*of an Order Authorizing the Committee to Prosecute Certain Claims on Behalf of the Bankruptcy Estates* (Docket No. 640) (the “Motion to Seal”), and *Motion of Official Committee of Unsecured Creditors for Reconsideration of Order Granting Application to Employ Ducera Partners, LLC, as Financial Advisors to Special Committee of Independent Directors* (Docket No. 447) (the “Ducera Motion”), has been continued to April 18, 2019 at \_\_\_\_\_ a.m. Any objection, resistance, or request for hearing with respect to the Standing Motion, Motion to Seal, and the Ducera Motion must be filed on or before **April 12, 2019 at 5 PM CDT** with United States Bankruptcy Court, for the District of Nebraska, Roman L. Hruska Courthouse, 111 South 18th Plaza, Suite 1125, Omaha, Nebraska 68102 and served on the attorneys for the Official Committee of Unsecured Creditors via the Goosmann Law Firm, P.C., Attn: Elizabeth M. Lally, The Advent Building, 17838 Burke Street, Suite 250 Omaha, NE 68118 and Pachulski Stang Ziehl & Jones LLP, Attn. Robert J. Feinstein or Bradford J. Sandler, 780 Third Avenue, 34th Floor, New York, NY 10017; (b) the U.S. Trustee; and (c) any other entity designated by the Bankruptcy Court. For further information concerning how to participate in the hearing on the Standing Motion, the Motion to Seal, and the Ducera Motion, or the requirements for filing any objections thereto, please refer to the *9013-1 Notice Setting Objection/Resistance Deadline and Hearing with Certificate of Service Regarding (I) Motion of the Official Committee of Unsecured Creditors ofr Entry of an Order Authorizing the Committee to Prosecute Certain Claims of Behalf of the Bankruptcy Estates; (II) Motion for Entry of an Order Authorizing the Official Committee of Unsecured Creditors to File Under Seal Certain Exhibits to the Committee’s Motion for Entry of an Order Authorizing the Committee to Prosecute Certain Claims on Behalf of the Bankruptcy Estates, and (III) Motion to Reconsider filed by Official Unsecured Creditors’ Committee and Objections Thereto* (Docket No. 654).

Dated: March 19, 2019  
Omaha, Nebraska

/s/

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James J. Niemeier (NE Bar No. 18838)  
Michael T. Eversden (NE Bar No. 21941)  
Lauren R. Goodman (NE Bar No. 24645)  
**MCGRATH NORTH MULLIN & KRATZ, P.C. LLO**  
First National Tower, Suite 3700  
1601 Dodge Street  
Omaha, Nebraska 68102  
Telephone: (402) 341-3070  
Facsimile: (402) 341-0216  
Email: jniemeier@mcgrathnorth.com  
meversden@mcgrathnorth.com  
lgoodman@mcgrathnorth.com

- and -

James H.M. Sprayregen, P.C.  
Patrick J. Nash, Jr., P.C. (admitted *pro hac vice*)  
Travis M. Bayer (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: james.sprayregen@kirkland.com  
patrick.nash@kirkland.com  
travis.bayer@kirkland.com

- and -

Steven Serajeddini (admitted *pro hac vice*)  
Daniel Rudewicz (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: steven.serajeddini@kirkland.com  
daniel.rudewicz@kirkland.com

*Co-Counsel to the Debtors*